

Exhibit C
September Fee Application

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

Objection Deadline: November 15, 2001 at 4:00 p.m.
Hearing Date: TBD only if necessary

NOTICE OF FILING OF THIRD MONTHLY FEE APPLICATION

To: (1) Office of the United States Trustee; (2) Counsel to the Debtors; (3) Counsel to the Official Committee of Unsecured Creditors; (4) Counsel to the Official Committee of Personal Injury Claimants; (5) Counsel to the Official Committee of Property Damage Claimants; (6) Counsel to the Equity Committee; and (7) Counsel to the debtor-in-possession lenders (the "DIP Lenders").

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Reed Smith, Special Asbestos Products Liability Defense Counsel to the above-captioned debtors and debtors in possession in the above captioned chapter 11 cases, filed and served the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Third Monthly Interim Period from September 1, 2001 through September 30, 2001 and the Summary in connection therewith, seeking compensation in the amount of \$155,804.00 and reimbursement for actual and necessary expenses in the amount of \$6,971.66 (the "Fee Application").²

You are required to file with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, 6th Floor, Wilmington, Delaware 19801, an objection to the attached Fee Application on or before November 15, 2001 at 4:00 p.m.

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) Reed Smith, Special Asbestos Products Liability Defense Counsel for the Debtors, James J. Restivo, Jr., Esq., Reed Smith LLP, 435 Sixth Avenue, Pittsburgh, PA 15219 (fax no. 412.288.3063); (ii) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601 (fax number 312.861.2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302.652.4400); (iii) counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212.806.6006),

² Pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered on May 3, 2001 (the "Order"), Reed Smith will only be paid \$124,643.20, 80% of the compensation represented in this Fee Application, plus 100% of actual and necessary expenses. Reed Smith will seek approval of the remainder of their compensation in a quarterly fee application that will be filed in accordance with the Order.

and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (fax number 302.657.4901); (iv) counsel to the Official Committee of Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami Florida 33131 (fax number 305.374.7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302.575.1714); (v) counsel to the Official Committee of Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212.644.6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, Delaware 19801 (fax number 302-426-9947); (vi) counsel to the DIP Lenders, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312.993.9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vii) Counsel to the Equity Committee, Thomas Moers Mayer, Esquire, Krane, Levin, Naftalis & Frankel, LLP, 919 Third Avenue, New York, New York 10022 (fax number 212.715.8000); and (viii) the Office of the United States Trustee, Attn: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302.573.6497).

A HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF
OBJECTIONS OR REPONSES ARE FILED.

IF YOU FAIL TO RESPOND OR OBJECT IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUEST IN THE FEE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: October 26, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
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and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412.288.3063

Special Asbestos Products Liability Defense
Counsel

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., <u>et al.</u> , ¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

**VERIFIED APPLICATION OF REED SMITH LLP FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL ASBESTOS
PRODUCTS LIABILITY DEFENSE COUNSEL TO DEBTORS, FOR THE THIRD
MONTHLY INTERIM PERIOD FROM SEPTEMBER 1, 2001 THROUGH
SEPTEMBER 30, 2001**

Pursuant to sections 327, 330 and 331 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Retention Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order") and Del.Bankr.LR 2016-2, the law firm of Reed Smith LLP ("Applicant" or "Reed Smith"), Special Asbestos Products Liability Defense Counsel for the above-captioned debtors and debtors in possession (collectively, the "Debtors") in their Chapter 11 cases, hereby

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

applies for an order allowing it (i) compensation in the amount of \$155,804.00 for the reasonable and necessary legal services Reed Smith has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that Reed Smith incurred in the amount of \$6,971.66 (the "Application"), for the period from September 1, 2001, through September 30, 2001 (the "Fee Period"). In support of this Application, Reed Smith respectfully states as follows:

Retention of and Continuing Disinterestedness of Reed Smith

1. On April 2, 2001 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the "Chapter 11 Cases"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On July 19, 2001, the Debtors were authorized by the Court to retain Reed Smith as Special Asbestos Products Liability Defense Counsel, effective as of the Petition Date ("Retention Order"). This Retention Order authorizes the Debtors to compensate Reed Smith at Reed Smith's hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court. On May 3, 2001 this Court entered the Interim Compensation Order, pursuant to which this Fee Application is being filed.

3. As disclosed in the Affidavit of James J. Restivo, Jr. in Support of the Application of the Debtors to employ Reed Smith LLP as Special Defense Counsel for the Debtors

in Asbestos Product Liability Actions, (the "Restivo Affidavit"), filed July 2, 2001, Reed Smith does not hold or represent any interest adverse to the estates, and is a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code.

4. Reed Smith may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases. Reed Smith disclosed in the Restivo Affidavit its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. Reed Smith will update the Restivo Affidavit when necessary and when Reed Smith becomes aware of any material new information.

5. This is the second application for monthly interim compensation for services rendered that Reed Smith has filed with the Bankruptcy Court in connection with the Chapter 11 Cases.

Reasonable and Necessary Services Rendered by Reed Smith

6. The Reed Smith attorneys who rendered professional services in the Chapter 11 Cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	30 Years	Litigation	\$380.00	27.60	\$10,488.00
Lawrence E. Flatley	Partner	26 Years	Litigation	\$340.00	27.20	\$9,248.00
Douglas E. Cameron	Partner	17 Years	Litigation	\$325.00	74.30	\$24,147.50
Andrew J. Trevelise	Partner	22 Years	Litigation	\$325.00	5.00	\$1,625.00
James W. Bentz	Partner	13 Years	Litigation	\$260.00	32.45	\$8,437.00
Stephen J. DelSole	Associate	7 Years	Litigation	\$250.00	39.40	\$9,850.00

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
Traci Sands Rea	Associate	6 years	Litigation	\$240.00	7.50	\$1,800.00
Jayme L. Butcher	Associate	1 year	New Assoc.	\$180.00	71.90	\$12,942.00
Scott M. Cindrich	Associate	1 year	New Assoc.	\$180.00	84.40	\$15,192.00
Bryan C. Devine	Associate	1 year	New Assoc.	\$180.00	90.70	\$16,326.00
Jeffrey A. McDaniel	Associate	1 year	New Assoc.	\$180.00	17.50	\$3,150.00
Andrew J. Muha	Associate	1 year	New Assoc.	\$180.00	95.40	\$17,172.00
Lisa D. DeMarchi	Associate	1 year	New Assoc.	\$180.00	74.40	\$13,392.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
M. Susan Haines	Paralegal	28 Years	Litigation	\$135.00	46.70	\$6,304.50
Maureen C. Atkinson	Paralegal	25 Years	Litigation	\$110.00	50.20	\$5,522.00
Keith D. Warren	Paralegal	8 Years	Litigation	\$130.00	1.60	\$208.00

Total Fees: \$155,804.00

7. Each of the persons who has performed service herein has kept daily time records setting forth the services and time expended in connection herewith.

8. The rates described above are Reed Smith's hourly rates for services of this type. Attached as Exhibit A is a detailed itemization and description of the services that Reed Smith rendered during the Fee Period. Based on these rates and the services performed by each individual, the reasonable value of such services is \$155,804.00 [80% = \$124,643.20]. The Reed Smith attorneys and paraprofessionals expended a total of 746.25 hours for these cases during the Fee

Period. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

9. Further, Exhibit A (a) identifies the individuals that rendered the services, (b) describes each activity or service that each individual performed and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

Actual and Necessary Expenses

10. It is Reed Smith's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is Reed Smith's policy to charge its clients only the amount actually incurred by Reed Smith in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, out-going facsimile transmissions, airfare, meals, and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate with allowances for class upgrades.

11. Reed Smith charges \$0.15 per page for duplication. Reed Smith does not charge clients for outgoing telecopier transmissions (other than related toll charges) or for incoming telecopier transmissions.

12. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by Reed Smith on the Debtors' behalf during the Fee Period is attached hereto as Exhibit B. All of these disbursements comprise the requested sum for Reed Smith's out-of-pocket expenses, totaling \$6,971.66.

Representations

13. Reed Smith believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

14. Reed Smith performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other person.

15. Reed Smith has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases.

16. Pursuant to Fed. R. Bank. P. 2016(b), Reed Smith has not shared, nor has agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of Reed Smith, or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

17. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. Reed Smith reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

WHEREFORE, for the reasons set forth above, Applicant respectfully requests this Court to enter an order allowing, authorizing and directing payment of interim compensation in the amount of \$155,804.00 [80% = \$124,643.20] for legal services rendered on behalf of Debtors during the

period: September 1, 2001 through September 30, 2001, and reimbursement of expenses incurred during the same period in the amount of \$6,971.66.

Dated: October 26, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
kgwynne@reedsmith.com

and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412-288-3063

Special Asbestos Products Liability Defense
Counsel

REED SMITH LLP
PO Box 360074M
Pittsburgh, PA 15251-6074
Tax ID# 25-0749630

W.R Grace & Co.
One Town Center Road
Boca Raton, FL 33486

Invoice Number 899518
Invoice Date 10/16/01
Client Number 172573

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Re: W. R. Grace & Co.

(60026) Special Abestos Counsel

Fees 155,804.00

TOTAL BALANCE DUE UPON RECEIPT \$ 155,804.00
=====

REED SMITH LLP
 PO Box 360074M
 Pittsburgh, PA 15251-6074
 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number 899518
 Invoice Date 10/16/01
 Client Number 172573
 Matter Number 60026

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Re: (60026) Special Abestos Counsel

FOR PROFESSIONAL SERVICES PROVIDED THROUGH SEPTEMBER 30, 2001

Date	Name		Hours
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09/04/01	Bentz	Review of materials regarding Grace historical case defense.	.50
09/04/01	Cameron	Prepare and revise summary memorandum regarding meetings and planning issues (2.7); Telephone call with R. Finke regarding same (.4); Review recent governmental reports and data (1.8); Prepare for and meet with L. Flatley regarding document review issues and claims forms issues (.8); Review expert publications (1.4); Meet with J. Restivo regarding various strategy issues (.3).	7.40
09/04/01	DelSole	Review of web sites and publications regarding Libby.	4.50
09/04/01	Flatley	Review media articles (.40); call with B. Culver and follow up on call (.70); with D. Cameron re: documents issues (1.0); follow up re documents issues (1.00).	3.10
09/04/01	Haines	Multi memos re: scanning proposals(.5); review proposals(1.5); conference with Peter Green (On-Site Sources) re: proposal(.5).	2.50
09/04/01	Rea	Reviewed material on testing	.20

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 2

Date	Name		Hours
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09/04/01	Restivo	Review received material(.5); dictate notes and instructions and meet with D. Cameron(1.0).	1.50
09/04/01	Trevelise	Review correspondence re: document scanning proposal.	.10
09/05/01	Atkinson	Review Summation database for categories and printing sample documents (.6); reviewing memoranda provided by L. Flatley re: continuation of document review (.5).	1.10
09/05/01	Butcher	Attend document review project meeting	1.50
09/05/01	Cameron	Prepare for and meet with several new associates regarding document review assignments (1.9); Meet with J. Restivo regarding same (.4); Prepare and revise comments regarding claims forms (.9); Prepare for and meet with second group of new associates regarding document review assignment (1.6); Prepare for and participate in conference call with R. Finke and A. Running (.8); Prepare summary of projects and discuss with R. Finke (.9); Prepare for 9/6 meeting in Baltimore with R. Finke and J. Restivo (1.3); Review materials from T. Hardy and e-mail regarding same (.7); Meet with T. Rea regarding same (.4).	8.90
09/05/01	Cindrich	Meeting with D. Cameron and J. Restivo re document review project.	1.50
09/05/01	DeMarchi Sleigh	W. R. Grace & Co. meeting re document review project.	1.50
09/05/01	DelSole	Review of class notification issues in light of bankruptcy proceedings(.2); compilation of cases regarding epidemiologic evidence(.2).	.40

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 3

Date	Name		Hours
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09/05/01	Devine	Attend document review assignment strategy meeting.	1.50
09/05/01	Flatley	Review ATSDR report and memorandum and e-mail (2.40); call with D. Cameron re: documents issues (.30); call with W. Sparks re: witness issues (1.10); review documents issues and media reports (1.30); with M. Atkinson re: document review (.40).	5.50
09/05/01	Haines	Review proposals (2.9); memos re: same (1.0).	3.90
09/05/01	McDaniel	Attended meeting re: document review assignment (Briefs by D. Cameron and J. Restivo)	1.50
09/05/01	Muha	Meeting with D. Cameron and J. Restivo re: W.R. Grace projec (1.5); read Grace memo and reviewed ZAI memo and notes (1.0).	2.50
09/05/01	Rea	Reviewed testing documents to send to expert and revised memo re: same	3.80
09/05/01	Restivo	Meetings re: document review	3.60
09/05/01	Trevelise	Telephone call with D. Cameron re: protocols for attorney document review.	.30
09/06/01	Atkinson	Searches on Summation for sample categories of documents to show to L. Flatley (.9); meeting with L. Flatley re: review of documents in Boston and re: attorney review of documents already on database (1.1); telephone call with S. Haines re: review and further searches on Summation (.6).	3.60
09/06/01	Cameron	Prepare for and meet with J. Restivo, R. Finke and witness.	3.20
09/06/01	Cindrich	Read case file for Grace assignment	.50
09/06/01	Devine	Review case file.	.80

172573 W. R. Grace & Co.
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Invoice Number 899518
 Page 4

Date	Name		Hours
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09/06/01	Flatley	With M. Atkinson re: documents review (1.40); follow up on Atkinson meeting with e-mails, etc. (.20).	1.60
09/06/01	Haines	Memos(.3); telephone calls re: scanning proposals(.3); telephone calls re: attorney review(.5) prepare list of questions re: proposals(4.5).	5.60
09/06/01	Muha	Read Grace materials.	1.20
09/06/01	Restivo	Meet with Dr. Corn	3.00
09/07/01	Flatley	Review correspondence (.20); call with A. Trevelise (.10).	.30
09/07/01	Haines	Memos, telephone calls re: scanning proposals.	.70
09/07/01	Trevelise	Review correspondence and telephone call with Larry Flatley re: attorney document review.	.20
09/08/01	Cameron	Review materials and prepare memos regarding meetings (1.4); Review document review materials (.9).	2.30
09/09/01	Cameron	Organize materials for conference call and review action item memos.	.80
09/10/01	Atkinson	Teleconference with L. Flatley, D. Cameron, A. Trevelise re: review of database documents(1.5); meeting with Karen Goldbach re: database searches(1.0); e-mails and telephone calls with Susan Haines re: database(.6).	3.10
09/10/01	Bentz	Review of publications and materials regarding Libby and attic fill.	.90
09/10/01	Butcher	Review background information re: matter to prepare for document review(2.0); meeting re document review(2.1).	4.10

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 5

Date	Name		Hours
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09/10/01	Cameron	Prepare for and participate in telephone call regarding document review issues (.8); Prepare and revise memo regarding same (.7); Memo regarding meeting with witnesses (1.3); Prepare for and participate in conference call with R. Finke and A. Running regarding witnesses (.5); Review outline regarding same (.6); Review documents relating to Grace testing (2.4); Meet with L. Flatley and M. Atkinson regarding document review (.5).	6.80
09/10/01	Cindrich	Reviewed Grace file(2.0); associates meeting regarding Grace(2.1).	2.20
09/10/01	DeMarchi Sleigh	Document review.	4.00
09/10/01	DelSole	Research of web sites regarding articles and reports on Libby/vermiculite and insulation(.5); memorandum to Attorney Cameron regarding same(0.5).	1.00
09/10/01	DelSole	Research of proof of causation in asbestos context(3.5); preparation of legal memoranda in regards to same(1.5).	5.00
09/10/01	Devine	Review background information in preparation for document review and review documents.	3.30
09/10/01	Flatley	Review e-mails and correspondence (1.20); with J. Restivo and D. Cameron (.20); call with M. Murphy re: documents (.40); reviewing documents issues (.40); conference call with D. Cameron, A. Trevelise and M. Atkinson re: document issues (.70); follow up on conference call (.20).	3.10

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 6

Date	Name		Hours
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09/10/01	Haines	Telephone call with Atkinson re: attorney review(.3); review Uniscribe and DTI proposals(.9); revise proposal question chart(1.5); multi telephone calls, memos re: attorney review parameters(1.5).	4.20
09/10/01	McDaniel	Attended document review planning meeting	.30
09/10/01	Muha	Read Grace memos(3.0); meeting with new associate on Grace document review project(1.0); review key word list(1.1).	5.10
09/10/01	Rea	Reviewed and compiled documents to send to consultant	3.50
09/10/01	Restivo	Review of new materials, reports, etc.(1.0); discussions re document review(.50).	1.50
09/10/01	Trevelise	Review memorandum re: attorney document review protocol(0.2); conference call with Cameron, Atkinson and Flatley re: same(.5); review correspondence re: initial screening process and scanning proposals(0.1).	.80
09/11/01	Atkinson	Meeting with Litigation Support re: Grace database(2.0); printing sample documents for associates review of summation(1.8).	3.80
09/11/01	Bentz	Review of protocol for review of documents(.3); review of documents(1.0); meeting with J. Restivo, L. Flatley and D. Cameron regarding document review and organization of attic fill defense(1.7).	3.00
09/11/01	Butcher	Review documents(.5); prepare for document review(1.0).	.60

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 7

Date	Name		Hours
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09/11/01	Cameron	Review materials for fee application (.9); Telephone call and meetings regarding document review and coding process (1.7); Review and revise coding sheet (.8); Review expert witness material (.4).	3.80
09/11/01	Flatley	With M. Atkinson re: document review, including call with D. Cameron (.20); review document issues (1.00); with J. Bentz to discuss document issues (.80); with J. Restivo, D. Cameron and J. Bentz to discuss documents issues (1.50); follow up on meeting (.30).	3.80
09/11/01	Haines	Memos re: attorney review(.4); telephone calls re: scanning proposals(0.4).	.80
09/11/01	Restivo	Telephone call with A. Trevelise re document review (0.4); meeting re document review project (1.0)	1.40
09/12/01	Atkinson	Summation training for associates to review documents from summation.	2.00
09/12/01	Atkinson	Meeting with Litigation Support re: database(.5); printing documents from database(1.0).	1.50
09/12/01	Bentz	Review of materials regarding document review and actions at Libby.	1.10
09/12/01	Butcher	Summation database training re: document review	1.80
09/12/01	Cameron	Prepare for and meet with New Associates regarding document review process and e-mails regarding same (1.4); Review e-mail regarding current developments and witnesses (.9); Organize governmental analysis and review (1.1).	3.40

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 8

Date	Name		Hours
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09/12/01	Cindrich	Review internet article regarding Libby, Montana for Grace assignment(.50); summation database training relating to Grace assignment(1.0).	1.50
09/12/01	DeMarchi Sleight	Document review.	.90
09/12/01	Devine	Document review.	.80
09/12/01	Flatley	Review correspondence (.30); go over documents criteria and respond (.30); with M. Atkinson (.10); call with D. Cameron and others (.20).	.90
09/12/01	Haines	Memorandum re: attorney review(.3); telephone calls re: same(.4), conference with Trevelise re: same(.2); memos, telephone calls, scanning re: proposal(.7); conference with Trevelise re: scanning proposals(.2)	1.80
09/12/01	McDaniel	Commenced document review(.5); Attended Summation database training(1.0).	1.50
09/12/01	Muha	Summation database training for Grace project.	1.50
09/12/01	Restivo	Review newly received material	1.00
09/12/01	Trevelise	Review correspondence re: motion to create document repository and resumption of document review(.1); preparation of correspondence re: same and telephone call with K. Cogan re: same(.1); correspondence to R. Finke and telephone call with C. Sullivan re: status of bankruptcy motions and meeting with scanning vendors(.3).	.50
09/13/01	Atkinson	Meeting with associates re: review of documents from databases(1.4); printing and organizing documents for review by associates(2.2).	3.60

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 9

Date	Name	Hours
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09/13/01	Bentz Conference with J. Restivo(.2); review of legal research regarding validity of evidence of causation(1.0); review of materials regarding Libby(1.0).	2.20
09/13/01	Butcher Document Review	5.80
09/13/01	Cameron Prepare for and meet with new associates re: document review (.40); participate in document review and meet with J. Restivo and new associates re: same (1.90); review materials from R. Finke and Kirkland & Ellis re: strategy (1.40).	3.70
09/13/01	Cindrich Grace document review(4.0); meeting with J. Restivo and D. Cameron(.5); additional review of documents(2.3).	6.80
09/13/01	DeMarchi Sleigh Document review.	4.60
09/13/01	Devine Document review.	6.30
09/13/01	Haines Multi memos re: attorney review.	.60
09/13/01	McDaniel Continued document review	4.80
09/13/01	Muha Document review(6.1); meet with Jim Restivo and Doug Cameron re: Grace document review(.5).	6.60
09/13/01	Restivo Review sample documents from document review process (1.5); dictate ground rules for documents (0.5); meet with reviewers (1.0); telephone call with R. Finke (0.3)	3.30
09/13/01	Trevelise Review correspondence re: attorney review and initial document(.1); review issues and correspondence re: same(.2).	.30
09/14/01	Atkinson Printing out database documents for associates to review(.3); tele-mail to Ditto re: printing of documents(.2).	.50

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 10

Date	Name		Hours
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09/14/01	Bentz	Review of document review process and protocols(.5); review of articles on Libby mine(1.0); review Grace documents(.5).	2.00
09/14/01	Butcher	Document Review	4.00
09/14/01	Cindrich	Document review.	8.00
09/14/01	DeMarchi Sleigh	Document review.	4.60
09/14/01	Devine	Document review.	5.60
09/14/01	Flatley	Review correspondence (.80); call with D. Cameron (.20).	1.00
09/14/01	Haines	Memos re: scanning proposals(.6); telephone calls re: scanning proposals(.7).	1.30
09/14/01	Muha	Document review.	7.00
09/15/01	Atkinson	Printing documents from Summation database for associates to review.	1.30
09/16/01	Cameron	Prepare memo re: meeting with Restivo, Finke, et al (.90); review document review issues (.60); organize outline for conference call re: witnesses (.60).	2.10
09/17/01	Atkinson	Printing and organizing documents from Summation for associates to review and summarize.	1.70
09/17/01	Bentz	Reviewing and summarizing information and articles on Libby(1.75); review of Grace documents(2.0).	3.75
09/17/01	Butcher	Document review	5.10
09/17/01	Cindrich	Document review.	8.30
09/17/01	DeMarchi Sleigh	Document review	3.10
09/17/01	Devine	Work on document review.	3.80
09/17/01	Flatley	Conference re: documents.	.30

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 11

Date	Name	Hours	
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09/17/01	Haines	Review responses to questions re: proposals from multiple vendors(.5); revise bid summary sheets(1.2); memos re: attorney review(.2).	1.90
09/17/01	Muha	Document review.	4.30
09/17/01	Trevelise	Review correspondence re: status of attorney review.	.20
09/18/01	Atkinson	Printing documents from Summation database for associates to review(1.5); e-mail to associates re: questions(.3).	1.80
09/18/01	Bentz	Reviewing and summarizing materials and news articles regarding Libby.	2.50
09/18/01	Butcher	Document review	.80
09/18/01	Cameron	Review materials relating to test data (1.1); Review materials regarding document review issues (.7); Prepare for and participate in conference call regarding expert issues (.9); Review correspondence and news reports (.8); Telephone call with R. Finke regarding same (.6).	4.10
09/18/01	Cindrich	Document review.	8.00
09/18/01	DeMarchi Sleigh	Document review.	6.60
09/18/01	Devine	Work on document review.	8.10
09/18/01	Flatley	Correspondence and e-mail (.90); messages from/to A. Trevelise (.10); call with R. Finke (.50); call with D. Cameron (.20).	1.70
09/18/01	Haines	Multi conferences with Trevelise(.3); correspondence re: attorney review(.5); research re: attorney review(1.1); review correspondence re: scanning proposals(.7).	2.60

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 12

Date	Name		Hours
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09/18/01	Muha	Document review.	7.20
09/18/01	Restivo	Organization of pertinent information and review of new material and things to do memo	2.00
09/18/01	Trevelise	Review correspondence re: attorney review and telephone calls with M. Atkinson re: same.	.40
09/19/01	Atkinson	Conference call with A. Trevelise re: options to outsourcing printing of Summation images(.2); meeting with K. Hindman, L. Johnson, K. Dollens and drafting memo to A. Trevelise(1.8); printing images from Summation(.4).	2.40
09/19/01	Bentz	Reviewing and summarizing articles regarding Libby and statements by government officials regarding asbestos exposure(2.0); review of Grace documents(1.0).	3.00
09/19/01	Butcher	Document review	4.80
09/19/01	Cameron	Telephone call with counsel regarding document revisions (.5); Review J. Restivo's Summary regarding open tasks and follow up with same (1.2).	1.70
09/19/01	Cindrich	Document review.	4.80
09/19/01	DeMarchi Sleigh	Document review	6.20
09/19/01	Devine	Work on document review.	8.10
09/19/01	Flatley	Reviewing news articles (.50); message for A. Trevelise (.10); call with A. Trevelise and follow up (.70).	1.30
09/19/01	Haines	Review research scanning proposals and responses to requests for additional information; prepare summary of same.	3.50
09/19/01	Muha	Document review.	1.80

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 13

Date	Name		Hours
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09/19/01	Restivo	Continuing review of newly received material (1.5); dictate things to do list(.5).	1.00
09/19/01	Trevelise	Review correspondence re: status of attorney review and protocols for same.	.20
09/20/01	Atkinson	Reviewing, revising memorandum to A. Trevelise re: review of documents printed from Summation(1.1); organizing, printing documents from Summation(2.7).	3.80
09/20/01	Bentz	Review of witness materials and preparation of historical case defense.	1.20
09/20/01	Butcher	Document review	6.30
09/20/01	Cameron	Telephone call with R. Finke regarding EPA results and review information regarding same (.8); Review survey issues from Barbanti and telephone call with J. Baer regarding same (.8); Review and revise fee application materials (1.6).	3.20
09/20/01	Cindrich	Document review.	7.70
09/20/01	DeMarchi Sleigh	Document review	6.40
09/20/01	DelSole	Review of asbestos cases for triggering insurance coverage(1.0); memorandum in relation to same(6.5).	1.50
09/20/01	Devine	Work on document review.	8.50
09/20/01	Flatley	Call with D. Cameron (.10); correspondence (.10).	.20
09/20/01	Haines	Conference call re: scanning proposals(.5); review and compare proposals(1.2).	1.70
09/20/01	Muha	Document review.	6.30

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 14

Date	Name		Hours
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09/21/01	Atkinson	Reviewing Summation database and printing summaries and images for attorney review(2.2); e-mail to new associates(.2).	2.40
09/21/01	Bentz	Review of documents and witness materials in preparation of defense.	1.75
09/21/01	Butcher	Document Review	7.50
09/21/01	Cameron	Prepare for and participate in telephone call with consultants (1.3); Prepare for and participate in telephone call with A. Running, R. Finke, et al. (.7); Review notes of calls and e-mails regarding same (.8); Review materials relating to personal injury claims (.9).	3.70
09/21/01	Cindrich	Document review.	8.50
09/21/01	DeMarchi Sleigh	Document review	6.50
09/21/01	DelSole	Research of case law regarding applicability of certain liability doctrine to preclude liability for Zonolite acquisition issues.	5.00
09/21/01	Devine	Work on document review.	8.20
09/21/01	Haines	Memorandum re: attorney review recommendations(.3); review comparison of scanning proposals(2.0); prepare short list of proposals(3.0); telephone calls re: same(.3).	5.60
09/21/01	Muha	Document review.	7.30
09/21/01	Trevelise	Review correspondence re: status of attorney review of documents.	.30
09/22/01	Atkinson	Reviewing Summation database and printing summaries and images for attorney review.	2.20

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 15

Date	Name		Hours
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09/23/01	Atkinson	Review Summation database and print summaries and images for attorney review.	.80
09/23/01	Cameron	Review materials regarding potential experts.	.80
09/24/01	Atkinson	Sample Summary sheets to J. Restivo to review(.3); reviewing Summation database and printing images for attorney review(2.3).	2.60
09/24/01	Butcher	Document Review	7.40
09/24/01	Cameron	Prepare for and meet with J. Restivo regarding status of issues and things to do (.6); Review correspondence and e-mail regarding outstanding Grace issues (.8); Review notice plan and proposed CMO (.9); Prepare memo regarding Friday calls with various counsel (.8); Review and revise materials for fee application (1.0).	4.10
09/24/01	Cindrich	Document review.	9.10
09/24/01	DeMarchi Sleigh	Document review	5.40
09/24/01	DelSole	Research of law of certain liability issues(4.5); review of prior judicial determinations(2.0); review for purposes of research memorandum(1.5).	8.00
09/24/01	Devine	Work on document review.	8.30
09/24/01	Flatley	Reviewing and discussing documents being reviewed (.60); review and reply to JJR e-mail on documents (.10).	.70
09/24/01	Haines	Prepare discussion points for tomorrow's conference call re: scanning vendors(3.2); memos re: scanning proposals(.5), telephone calls re: additional questions for vendors(.5); work to be done at Winthrop Square(.4).	4.60

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 16

Date	Name		Hours
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09/24/01	McDaniel	Conducted document review	.10
09/24/01	Muha	Document review.	9.00
09/24/01	Restivo	Meeting with D. Cameron(.5); meeting re document review(.5); review sample hot document summary sheets from attorney document review(1.2).	2.20
09/25/01	Atkinson	Meeting with J. Restivo and copy of Summary Sheets from document review to J. Restivo for review(.4); telephone call to A. Trevelise re: Summation coding and printing(.3); reviewing summation database and printing Summation documents for associate review(3.0).	3.70
09/25/01	Butcher	Document Review	6.00
09/25/01	Cameron	Prepare for and participate in conference call with T. Hardy and consultant (.4); Telephone call with R. Finke and e-mails regarding various matters (.5); Review and revise memo regarding open issues (.9); Prepare and revise memo regarding experts (1.1).	2.90
09/25/01	Cindrich	Document review.	1.30
09/25/01	DeMarchi Sleigh	Document review	7.80
09/25/01	DelSole	Continued research of liability issues(5.7); initial preparation of legal memorandum regarding same(2.3).	8.00
09/25/01	Devine	Work on document review.	4.50
09/25/01	Flatley	E-mails re: document review and responses to them.	.30

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 17

Date	Name	Hours	
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09/25/01	Haines	Memorandum re: organization of Winthrop Square(1.0); memos re: Lason return of boxes(.9); conference call re: scanning vendor schedule(.7); conference with Trevelise re: same and re: attorney review(.9).	3.50
09/25/01	McDaniel	Conducted document review	2.20
09/25/01	Muha	Document review.	9.10
09/25/01	Restivo	Review "hot documents" reports(1.5); conference call with A. Trevelise(.5); dictate memos(.5).	2.50
09/25/01	Trevelise	Review proposals and summary and analysis of scanning proposals for document review(.8); conference with S. Haines re: same(.2); conference with K. Cogan, C. Latuda, M. Murphy and S. Haines re: scanning proposals and meeting with scanning companies(.2); telephone call with M. Atkinson and J. Restivo re: status of attorney review(.2).	1.40
09/26/01	Atkinson	Arrangements for training to input, print Summation documents(.3); e-mails to/from associates re: document review(.3); reviewing, printing summation imaged documents to review(2.0).	2.60
09/26/01	Bentz	Review of materials regarding testing(.5); review of Grace documents(.6); review of various expert work(.4).	1.50
09/26/01	Butcher	Document Review	5.10
09/26/01	Cameron	Telephone call and e-mails with R. Finke, et al. regarding meetings and EPA data (.6); Prepare and revise strategy memo regarding open issues (1.2); Organize materials for meeting with Grace counsel (.9).	2.70

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 18

Date	Name	Hours
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09/26/01	Cindrich Document review.	8.00
09/26/01	DeMarchi Sleigh Document review	3.40
09/26/01	Devine Work on document review.	8.50
09/26/01	Haines Memos re: Boston meeting re: scanner selection and attorney review.	.60
09/26/01	McDaniel Conducted document review	1.50
09/26/01	Muha Document review.	9.20
09/27/01	Atkinson Meeting with L. Flatley, S. Cindrich re: individuals' medical records and e-mail re: same(.5); copies of Summary Sheets collected for J. Restivo to review(.4); printing, reviewing Summary Sheets printed from Summation(1.8).	2.70
09/27/01	Bentz Preparation of historical case defense.	3.75
09/27/01	Butcher Document Review	6.70
09/27/01	Cameron Review materials from experts and telephone call with A. Running and R. Finke regarding same (1.8); E-mails to Grace counsel regarding meetings and open issues (.6).	2.40
09/27/01	Cindrich Document review.	1.50
09/27/01	DeMarchi Sleigh Document review	7.60
09/27/01	DelSole Continued preparation of memorandum regarding certain liability issues.	6.00
09/27/01	Devine Work on document review.	7.20
09/27/01	Flatley Call with M. Atkinson (0.1); with M. Atkinson, et al., re document review issues, including e-mails (0.6); with J. Bentz about witness issues and follow-up (0.3)	1.00

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 19

Date	Name		Hours
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09/27/01	Haines	Memos, telephone calls re: Boston scanner meeting.	1.30
09/27/01	McDaniel	Conducted document review	3.10
09/27/01	Muha	Document review.	9.30
09/27/01	Trevelise	Review correspondence and telephone call with S. Haines re: document review project.	.30
09/27/01	Warren	Review, copy, file fee application; attention to service and mailing procedures	1.40
09/28/01	Atkinson	J. Restivo meeting with associates to discuss documents review progress/issues(1.1); printing additional documents for associate review(.7).	1.80
09/28/01	Bentz	Meeting with L. Flatley regarding historical case defense(.5); preparation of outline regarding witnesses, documents and defenses(3.8); meeting with J. Restivo, L. Flatley, D. Cameron and document review team re: strategy meeting(1.0).	5.30
09/28/01	Butcher	Document review (3.2 hours); meeting re: document review with J. Restivo, D. Cameron and document team (1.2 hours)	4.40
09/28/01	Cameron	Prepare for and attend meeting with W. R. Grace team regarding document review issues (1.3); E-mails and telephone calls with counsel and witnesses regarding meetings with expert (.8); Review materials received from counsel relating to testing data and government work (1.8).	3.90
09/28/01	Cindrich	Document review(5.2); strategy meeting with J. Restivo, D. Cameron, et al(1.5).	6.70
09/28/01	DeMarchi Sleigh	Document review	5.80

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 20

Date	Name	Hours
09/28/01	Devine	Work on document review and attend meeting. 5.70
09/28/01	Devine	Attend strategy meeting re: document review. 1.50
09/28/01	Flatley	E-mails from/to R. Senftleben re: scheduling call for Wednesday (.20); with J. Bentz re: a memo outlining our witness plans (.70); e-mails from/to M. Atkinson on documents (.10); meeting with J. Restivo, D. Cameron, J. Bentz and documents team and follow up on meeting (1.40). 2.40
09/28/01	McDaniel	Attended W.R. Grace team meeting and continue document review 2.50
09/28/01	Muha	Attend Grace team meeting re: document review project(1.5); continue document review(6.5). 8.00
09/28/01	Restivo	Review collected material(2.0); meet with attorney review team(1.5); dictate new rules for document review(.6); telephone call with J. Kapp re committee's retention of consultant(.5). 4.60
09/28/01	Warren	Review filed application. .20
09/29/01	Atkinson	Printing Summation documents for associate attorneys to review(.8); locating missing documents for associates to review(.4). 1.20
09/29/01	Cameron	Summarize document review issues and questions (.6); Organize witness materials and planning meeting preparation (1.8). 2.40
TOTAL HOURS		746.25

TIME SUMMARY	Hours	Rate	Value
Andrew J. Trevelise	5.00	at \$ 325.00 =	1,625.00
James J. Restivo Jr.	27.60	at \$ 380.00 =	10,488.00
Lawrence E. Flatley	27.20	at \$ 340.00 =	9,248.00

172573 W. R. Grace & Co.
60026 Special Abestos Counsel
October 16, 2001

Invoice Number 899518
Page 21

Douglas E. Cameron	74.30	at	\$	325.00	=	24,147.50
James W Bentz	32.45	at	\$	260.00	=	8,437.00
Traci Sands Rea	7.50	at	\$	240.00	=	1,800.00
Stephen J. DelSole	39.40	at	\$	250.00	=	9,850.00
Scott M. Cindrich	84.40	at	\$	180.00	=	15,192.00
Lisa D. DeMarchi Sleight	74.40	at	\$	180.00	=	13,392.00
Bryan C. Devine	90.70	at	\$	180.00	=	16,326.00
Jayme L. Butcher	71.90	at	\$	180.00	=	12,942.00
Jeffrey A. McDaniel	17.50	at	\$	180.00	=	3,150.00
Andrew J. Muha	95.40	at	\$	180.00	=	17,172.00
M. Susan Haines	46.70	at	\$	135.00	=	6,304.50
Maureen L. Atkinson	50.20	at	\$	110.00	=	5,522.00
Keith D. Warren	1.60	at	\$	130.00	=	208.00

CURRENT FEES 155,804.00

TOTAL BALANCE DUE UPON RECEIPT \$ 155,804.00

\$ 155,804.00
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REED SMITH LLP
PO Box 360074M
Pittsburgh, PA 15251-6074
Tax ID# 25-0749630

W.R Grace & Co.
One Town Center Road
Boca Raton, FL 33486

Invoice Number 899518
Invoice Date 10/16/01
Client Number 172573

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Re: W. R. Grace & Co.

(60026) Special Abestos Counsel

Expenses

6,971.66

TOTAL BALANCE DUE UPON RECEIPT

\$ 6,971.66

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REED SMITH LLP
 PO Box 360074M
 Pittsburgh, PA 15251-6074
 Tax ID# 25-0749630

W.R Grace & Co.
 One Town Center Road
 Boca Raton, FL 33486

Invoice Number 899518
 Invoice Date 10/16/01
 Client Number 172573
 Matter Number 60026

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Re: (60026) Special Abestos Counsel

FOR COSTS ADVANCED AND EXPENSES INCURRED:

07/31/01	Document Production TAPES/REVISIONS	165.00
08/20/01	ROSSI/M SUSAN 23AUG PHL BOS PHL - Air tra expense	754.50
08/20/01	RESTIVO/JAMES J 23AUG PIT DCA PIT - Air t expense	721.00
08/22/01	Courier Service UPS	21.06
08/22/01	Courier Service UPS	19.64
08/23/01	TREVELISE/ANDREW 23AUG PHL BOS PHL - Air expense	754.50
08/26/01	Documentation Charge - INV 15499- VENDOR: PARCELS, INC.-D D R	24.00
08/27/01	215-851-8232/PHILA, PA/14	1.08
08/28/01	302-778-7577/WILMINGTON, DE/1	.10
08/28/01	302-778-7577/WILMINGTON, DE/4	.57
08/28/01	ATTY # 3619: 2 COPIES	.30
08/28/01	ATTY # 3619: 8 COPIES	1.20
08/29/01	561-362-1533/BOCA RATON, FL/7	1.05
08/29/01	410-752-9733/BALTIMORE, MD/1	.12
08/30/01	561-362-1551/BOCA RATON, FL/6	.90

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 2

08/30/01	561-362-1583/BOCA RATON, FL/1	.16
08/30/01	215-851-8100/PHILA, PA/1	.11
08/30/01	202-879-5200/WASHINGTON, DC/1	.21
08/30/01	410-531-4367/COLUMBIA, MD/2	.36
08/30/01	561-362-1583/BOCA RATON, FL/1	.16
08/31/01	ATTY # 0178: 1 COPIES	.15
08/31/01	304-233-3511/WHEELING, WV/4	.40
08/31/01	617-227-0800/BOSTON, MA/1	.09
08/31/01	215-851-8250/PHILA, PA/47	3.74
09/01/01	ATTY # 0349: 1 COPIES	.15
09/01/01	ATTY # 0559: 14 COPIES	2.10
09/01/01	ATTY # 0349: 2 COPIES	.30
09/04/01	ATTY # 0349; 18 COPIES	2.70
09/04/01	ATTY # 0349; 3 COPIES	.45
09/04/01	ATTY # 0349; 12 COPIES	1.80
09/04/01	ATTY # 0559; 2 COPIES	.30
09/04/01	ATTY # 0559; 638 COPIES	63.80
09/04/01	ATTY # 0396; 2 COPIES	.30
09/04/01	ATTY # 0349: 2 COPIES	.30
09/04/01	ATTY # 0349: 1 COPIES	.15
09/04/01	ATTY # 0349: 2 COPIES	.30
09/04/01	ATTY # 0349: 2 COPIES	.30
09/04/01	ATTY # 0349: 2 COPIES	.30
09/04/01	ATTY # 0349: 1 COPIES	.15
09/04/01	ATTY # 0559; 638 COPIES	63.80
09/04/01	ATTY # 0349: 1 COPIES	.15

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 3

09/04/01	724-325-1776/EXPORT, PA/2	.11
09/04/01	410-752-9733/BALTIMORE, MD/1	.09
09/04/01	215-851-8250/PHILA, PA/1	.08
09/05/01	ATTY # 0349: 1 COPIES	.15
09/05/01	ATTY # 0396: 2 COPIES	.30
09/05/01	ATTY # 0559: 1 COPIES	.15
09/05/01	ATTY # 0559: 42 COPIES	6.30
09/05/01	ATTY # 0349: 1 COPIES	.15
09/05/01	ATTY # 0559: 42 COPIES	6.30
09/05/01	ATTY # 0559: 42 COPIES	6.30
09/05/01	ATTY # 1398: 1 COPIES	.15
09/05/01	ATTY # 0396: 2 COPIES	.30
09/05/01	ATTY # 0349: 1 COPIES	.15
09/05/01	ATTY # 1398: 1 COPIES	.15
09/05/01	ATTY # 0235: 1 COPIES	.15
09/05/01	UPS - courier service	41.00
09/05/01	ATTY # 0349; 216 COPIES	32.40
09/05/01	ATTY # 0559; 72 COPIES	7.20
09/05/01	ATTY # 1398; 258 COPIES	38.70
09/05/01	ATTY # 0559; 1001 COPIES	100.10
09/05/01	ATTY # 0235; 17 COPIES	2.55
09/05/01	ATTY # 0559; 72 COPIES	7.20
09/05/01	ATTY # 0559; 1001 COPIES	100.10
09/05/01	ATTY # 1398; 258 COPIES	38.70
09/05/01	ATTY # 0349; 216 COPIES	32.40
09/05/01	ATTY # 0235; 17 COPIES	2.55

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 4

09/05/01	561-362-1535/BOCA RATON, FL/27	3.99
09/05/01	215-851-8120/PHILA, PA/4	.28
09/05/01	561-362-1533/BOCA RATON, FL/6	.87
09/06/01	General Expense - - MEALEY PUBLICATIONS, BANKRUPTCY REPORT	210.00
09/06/01	ATTY # 0235: 1 COPIES	.15
09/06/01	ATTY # 0235: 4 COPIES	.60
09/06/01	ATTY # 0235: 1 COPIES	.15
09/06/01	412-288-4148/PITTSBURGH, PA/18	1.46
09/06/01	215-851-8100/PHILA, PA/2	.18
09/10/01	J. Restivo - -PARKING D.C. 8/23/01	16.00
09/10/01	613-226-4651/OTTAWAHULL, ON/3	.93
09/10/01	613-226-4651/OTTAWAHULL, ON/1	.15
09/10/01	613-226-4651/OTTAWAHULL, ON/3	.93
09/10/01	ATTY # 0349; 21 COPIES	2.10
09/10/01	ATTY # 0559; 86 COPIES	12.90
09/10/01	ATTY # 0559; 270 COPIES	40.50
09/10/01	ATTY # 0349; 21 COPIES	2.10
09/10/01	ATTY # 0559; 86 COPIES	12.90
09/10/01	ATTY # 0559; 270 COPIES	40.50
09/10/01	ATTY # 0349: 2 COPIES	.30
09/10/01	ATTY # 1398: 1 COPIES	.15
09/10/01	ATTY # 0349: 2 COPIES	.30
09/10/01	ATTY # 0559: 2 COPIES	.30
09/10/01	ATTY # 0559: 2 COPIES	.30
09/10/01	ATTY # 0235: 4 COPIES	.60
09/10/01	ATTY # 0235: 4 COPIES	.60

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 5

09/10/01	724-325-1776/EXPORT, PA/1	.08
09/10/01	561-362-1533/BOCA RATON, FL/4	.30
09/10/01	561-362-1533/BOCA RATON, FL/5	.72
09/10/01	617-426-5900/BOSTON, MA/14	2.15
09/10/01	ATTY # 1847: 3 COPIES	.45
09/10/01	Courier Service UPS	8.17
09/10/01	617-426-5900/BOSTON, MA/7	1.02
09/11/01	ATTY # 0178; 2 COPIES	.30
09/11/01	ATTY # 0856; 318 COPIES	31.80
09/11/01	ATTY # 0349; 46 COPIES	6.90
09/11/01	ATTY # 0856; 318 COPIES	31.80
09/11/01	ATTY # 0178; 2 COPIES	.30
09/11/01	ATTY # 0349; 46 COPIES	6.95
09/11/01	561-362-1533/BOCA RATON, FL/7	.98
09/11/01	215-851-8250/PHILA, PA/9	.69
09/11/01	Postage Expense	.34
09/12/01	LODGING RE: MEETING IN BOSTON, MA. 8/23/0 SUSAN HAINES	249.07
09/12/01	ATTY # 0349; 36 COPIES	5.40
09/12/01	ATTY # 0856; 531 COPIES	53.10
09/12/01	ATTY # 0235; 2 COPIES	.30
09/12/01	ATTY # 0349; 36 COPIES	5.40
09/12/01	ATTY # 0856; 531 COPIES	53.10
09/12/01	ATTY # 0235; 2 COPIES	.30
09/12/01	ATTY # 0349: 4 COPIES	.60
09/12/01	ATTY # 0349: 4 COPIES	.60
09/12/01	706-583-8665/ATHENS, GA/1	.21

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 6

09/12/01	770-429-2989/MARIETTA, GA/1	.21
09/12/01	215-851-8250/PHILA, PA/9	.69
09/12/01	ATTY # 1847: 30 COPIES	4.50
09/12/01	ATTY # 1847: 5 COPIES	.75
09/13/01	ATTY # 0349: 2 COPIES	.30
09/13/01	ATTY # 0349: 2 COPIES	.30
09/13/01	561-362-1533/BOCA RATON, FL/3	.45
09/14/01	Meal Expense - - 9/06/01 BREAKFAST IN BALTIMORE, MD	6.00
09/14/01	Mileage Expense - - 9/6/01 BALTIMORE, MD	148.80
09/14/01	ATTY # 0396: 1 COPIES	.15
09/14/01	ATTY # 0396: 1 COPIES	.15
09/16/01	ATTY # 0559: 2 COPIES	.30
09/16/01	ATTY # 0559: 4 COPIES	.60
09/16/01	ATTY # 0559: 2 COPIES	.30
09/17/01	ATTY # 0885: 12 COPIES	1.80
09/17/01	ATTY # 0396: 1 COPIES	.15
09/18/01	General Expense - - VENDOR: DEFENSE RESEA FEE/RESTIVO	695.00
09/18/01	General Expense - - VENDOR: DEFENSE RESEA FEE/FLATLEY	745.00
09/18/01	ATTY # 0885: 9 COPIES	1.35
09/18/01	ATTY # 0885: 7 COPIES	1.05
09/18/01	561-362-1533/BOCA RATON, FL/5	.77
09/18/01	215-496-7016/PHILA, PA/2	.17
09/18/01	561-362-1533/BOCA RATON, FL/11	1.70
09/19/01	ATTY # 0885; 84 COPIES	12.60
09/19/01	ATTY # 0235: 12 COPIES	1.80

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 7

09/19/01	ATTY # 0885: 3 COPIES	.45
09/19/01	ATTY # 0885: 7 COPIES	1.05
09/19/01	ATTY # 0885: 3 COPIES	.45
09/19/01	ATTY # 0559: 3 COPIES	.45
09/19/01	ATTY # 0349: 3 COPIES	.45
09/19/01	ATTY # 0885: 1 COPIES	.15
09/19/01	ATTY # 0856: 1 COPIES	.15
09/19/01	ATTY # 0559: 6 COPIES	.90
09/19/01	ATTY # 0856: 2 COPIES	.30
09/19/01	ATTY # 0856: 4 COPIES	.60
09/19/01	ATTY # 0349: 1 COPIES	.15
09/19/01	ATTY # 0885: 3 COPIES	.45
09/19/01	ATTY # 0885: 7 COPIES	1.05
09/19/01	302-652-4100/WILMINGTON, DE/1	.12
09/19/01	410-827-3205/QUEENSTOWN, MD/2	.30
09/19/01	215-851-8250/PHILA, PA/18	1.44
09/20/01	312-795-1101/CHICAGO, IL/1	.16
09/20/01	ATTY # 0697; 1 COPIES	.15
09/20/01	ATTY # 0559; 622 COPIES	62.20
09/20/01	ATTY # 0885; 36 COPIES	5.40
09/20/01	ATTY # 0856: 2 COPIES	.30
09/20/01	ATTY # 0349: 6 COPIES	.90
09/20/01	ATTY # 0885: 3 COPIES	.45
09/20/01	ATTY # 0559: 4 COPIES	.60
09/20/01	ATTY # 0349: 6 COPIES	.90
09/20/01	ATTY # 0559: 4 COPIES	.60

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 8

09/20/01	ATTY # 0559: 3 COPIES	.45
09/20/01	ATTY # 1274: 3 COPIES	.45
09/20/01	ATTY # 0856: 12 COPIES	1.80
09/20/01	ATTY # 0559: 4 COPIES	.60
09/20/01	ATTY # 0559: 1 COPIES	.15
09/20/01	215-851-8250/PHILA, PA/7	.52
09/20/01	312-861-2162/CHICAGO, IL/10	1.43
09/21/01	412-288-4291/PITTSBURGH, PA/1	.40
09/21/01	ATTY # 0856; 17 COPIES	3.50
09/21/01	ATTY # 0235: 2 COPIES	.30
09/21/01	ATTY # 0235: 2 COPIES	.30
09/21/01	ATTY # 1847: 3 COPIES	.45
09/21/01	ATTY # 0559: 4 COPIES	.60
09/21/01	ATTY # 1847: 3 COPIES	.45
09/21/01	519-884-6764/KITCHWTRLO, ON/1	.15
09/21/01	302-778-7575/WILMINGTON, DE/10	1.49
09/21/01	302-778-7575/WILMINGTON, DE/10	1.47
09/24/01	ATTY # 1847; 15 COPIES	2.25
09/24/01	ATTY # 0689; 16 COPIES	2.40
09/24/01	561-362-1551/BOCA RATON, FL/4	.53
09/24/01	ATTY # 0349: 3 COPIES	.45
09/24/01	ATTY # 1847: 3 COPIES	.45
09/24/01	ATTY # 0235: 12 COPIES	1.80
09/24/01	ATTY # 0235: 2 COPIES	.30
09/24/01	ATTY # 0235: 3 COPIES	.45
09/24/01	Westlaw	25.00

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 9

09/25/01	Meal Expense - - W.R. Grace meeting, 8/23 luncheon from Au Bon Pain	77.57
09/25/01	ATTY # 0559; 2 COPIES	.30
09/25/01	ATTY # 0559; 3 COPIES	.45
09/25/01	ATTY # 0856; 12 COPIES	1.80
09/25/01	ATTY # 0709; 4 COPIES	.60
09/25/01	ATTY # 0559; 6 COPIES	.90
09/25/01	ATTY # 0235; 67 COPIES	10.05
09/25/01	ATTY # 0559: 4 COPIES	.60
09/25/01	ATTY # 1847: 9 COPIES	1.35
09/25/01	ATTY # 1847: 7 COPIES	1.05
09/25/01	ATTY # 0559: 4 COPIES	.60
09/25/01	ATTY # 0559: 4 COPIES	.60
09/25/01	ATTY # 0235: 4 COPIES	.60
09/25/01	ATTY # 0856; 285 COPIES	28.50
09/25/01	Duplicating/Printing	.80
09/26/01	Meal Expense - - DOUGLAS E. CAMERON LUNCH GRACE COUNSEL AND POTENTIAL WITNESS (2)	60.00
09/26/01	ATTY # 0885; 26 COPIES	3.90
09/26/01	ATTY # 0559; 96 COPIES	14.40
09/26/01	ATTY # 0559: 4 COPIES	.60
09/26/01	ATTY # 1847: 16 COPIES	2.40
09/26/01	ATTY # 0349: 3 COPIES	.45
09/26/01	ATTY # 0559: 4 COPIES	.60
09/26/01	ATTY # 1847: 9 COPIES	1.35
09/26/01	ATTY # 0559: 3 COPIES	.45
09/27/01	ATTY # 0235: 1 COPIES	.15

172573 W. R. Grace & Co.
 60026 Special Abestos Counsel
 October 16, 2001

Invoice Number 899518
 Page 10

09/27/01	ATTY # 0831: 1 COPIES	.15
09/27/01	312-861-2412/CHICAGO, IL/8	1.19
09/28/01	Air Travel Expense - - DOUGLAS E. CAMERON 8/20-23/01	1126.25
09/28/01	Air Travel Expense - - DOUGLAS E. CAMERO TICKET CHARGE TRAVEL AGENT	15.00
09/28/01	ATTY # 0349; 19 COPIES	2.85
09/28/01	ATTY # 0349; 87 COPIES	13.05
09/28/01	ATTY # 0349; 13 COPIES	1.95
09/28/01	ATTY # 0349: 2 COPIES	.30
09/28/01	ATTY # 1847: 11 COPIES	1.65
09/28/01	ATTY # 0349: 2 COPIES	.30
09/28/01	ATTY # 1847: 11 COPIES	1.65
09/28/01	ATTY # 0559: 4 COPIES	.60
09/28/01	ATTY # 0235: 1 COPIES	.15
09/28/01	561-362-1533/BOCA RATON, FL/1	.19
09/28/01	312-861-2124/CHICAGO, IL/9	1.29
09/28/01	312-861-2162/CHICAGO, IL/1	.12

CURRENT EXPENSES

6,971.66

TOTAL BALANCE DUE UPON RECEIPT

\$ 6,971.66

=====

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

**SUMMARY OF THE VERIFIED APPLICATION OF REED SMITH LLP
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS SPECIAL ASBESTOS PRODUCT LIABILITY DEFENSE
COUNSEL TO DEBTORS FOR THE THIRD MONTHLY INTERIM PERIOD
FROM SEPTEMBER 1, 2001 THROUGH SEPTEMBER 30, 2001**

Name of Applicant: Reed Smith LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001,
effective as of April 2, 2001

Period for which compensation and
reimbursement is sought: September 1, 2001 through September 30, 2001

Amount of Compensation sought as actual,
Reasonable, and necessary: \$155,804.00

This an: X monthly ___ interim ___ final application.

Prior Applications filed: Yes.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
8/28/01	4/2/01 through 7/31/01	\$40,583.00	\$356.92	No objections served on counsel	No objections served on counsel
9/27/01	8/1/01 through 8/31/01	\$90,113.00	\$4,048.11	Pending	Pending

As indicated above, this is the third application for monthly interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.²

The total time expended for the preparation of this application is approximately 15 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$4,500.00.

The Reed Smith attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
James J. Restivo, Jr.	Partner	30 Years	Litigation	\$380.00	27.60	\$10,488.00
Lawrence E. Flatley	Partner	26 Years	Litigation	\$340.00	27.20	\$9,248.00
Douglas E. Cameron	Partner	17 Years	Litigation	\$325.00	74.30	\$24,147.50
Andrew J. Trevelise	Partner	22 Years	Litigation	\$325.00	5.00	\$1,625.00
James W. Bentz	Partner	13 Years	Litigation	\$260.00	32.45	\$8,437.00
Stephen J. DelSole	Associate	7 Years	Litigation	\$250.00	39.40	\$9,850.00
Traci Sands Rea	Associate	6 years	Litigation	\$240.00	7.50	\$1,800.00
Jayne L. Butcher	Associate	1 year	New Assoc.	\$180.00	71.90	\$12,942.00
Scott M. Cindrich	Associate	1 year	New Assoc.	\$180.00	84.40	\$15,192.00

² Any capitalized terms not defined herein have the meaning ascribed to them in the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Third Monthly Interim Period from September 1, 2001 through September 30, 2001.

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
Bryan C. Devine	Associate	1 year	New Assoc.	\$180.00	90.70	\$16,326.00
Jeffrey A. McDaniel	Associate	1 year	New Assoc.	\$180.00	17.50	\$3,150.00
Andrew J. Muha	Associate	1 year	New Assoc.	\$180.00	95.40	\$17,172.00
Lisa D. DeMarchi	Associate	1 year	New Assoc.	\$180.00	74.40	\$13,392.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
M. Susan Haines	Paralegal	28 Years	Litigation	\$135.00	46.70	\$6,304.50
Maureen C. Atkinson	Paralegal	25 Years	Litigation	\$110.00	50.20	\$5,522.00
Keith D. Warren	Paralegal	8 Years	Litigation	\$130.00	1.60	\$208.00

Total Fees: \$155,804.00

Expense Summary

Description	Amount
Telephone Expense	\$ 39.06
Documentation Charge	24.00
Duplicating/Printing	1,049.70
Document Production	165.00
Westlaw	25.00
Postage Expense	.34
Express Mail Service	41.00
Courier Service	48.87
Lodging	249.07
Transportation	16.00
Air Travel Expense	3,371.25
Mileage Expense	148.80
Travel Meals	143.57
General Expense	1,650.00
Total	6,971.66

Dated: October 26, 2001

REED SMITH LLP

/s/ Kurt F. Gwynne

Kurt F. Gwynne, Esquire (No. 3951)
1201 Market Street, Suite 1500
Wilmington, DE 19801
Telephone: (302) 778-7500
Facsimile: (302) 778-7575
kgwynne@reedsmith.com

and

James J. Restivo, Jr.
Lawrence E. Flatley
Douglas E. Cameron
435 Sixth Avenue
Pittsburgh, PA 15219
Telephone: 412.288.3131
Facsimile: 412.288.3063

Special Asbestos Products Liability Defense
Counsel

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JJF)
) (Jointly Administered)
)
Debtors.)

AFFIDAVIT OF SERVICE

STATE OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

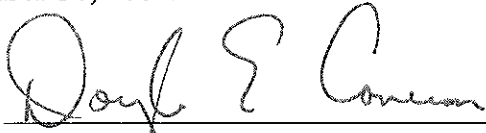
Douglas E. Cameron, being duly sworn according to law, deposes and says that he is employed by the law firm of Reed Smith LLP, and that on the 26th day of October, 2001, he caused a copy of the following document(s) to be served upon the attached service list in the manner indicated:

1. **Notice of Filing of First Fee Application;**
2. **Summary of the Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Product Liability Defense Counsel to Debtors, for the Third Monthly Interim Period from September 1, 2001 through September 30, 2001; and**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

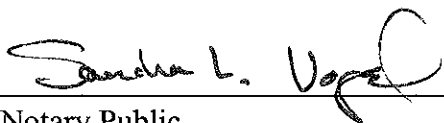
3. **Verified Application of Reed Smith LLP for Compensation for Services and Reimbursement of Expenses as Special Asbestos Products Liability Defense Counsel to Debtors, for the Third Monthly Interim Period from September 1, 2001 through September 30, 2001.**

Dated: October 26, 2001

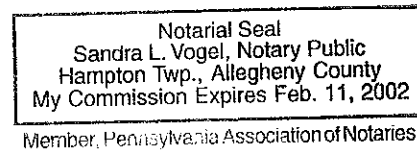


Douglas E. Cameron

Sworn and subscribed before me this
26th day of October, 2001



Notary Public



My Commission Expires: 2-11-02

Grace Fee Applications Service List

Case Number: 01-1139 (JJF)

Document Number: 23451

May 30, 2001

04 - Hand Delivery

08 - Federal Express

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